Notice of Exempt Offering of Securities

145996 U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5) Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

OMB Number: 3235-0076 Expires: March 31, 2009

Estimated average burden hours per response: 4.00

OMB APPROVAL

Item 1. Issuer's Identity		
Name of issuer	Previous Name(s) X None	Entity Type (Select one)
Beecken Petty O'Keefe Fund III, L.P.		Corporation
Jurisdiction of Incorporation/Organization		
Delaware		Limited Liability Company
<u> </u>		General Partnership Business Trust
Year of Incorporation/Organization		Other (Specify)
(Select one) Over Five Years Ago Within Last Five Years	Yet to Be Formed	
(specify year)	2007 Yet to Be Formed	
(If more than one issuer is filing this notice, check	his box 🔲 and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).,
Item 2. Principal Place of Business and		
Street Address 1	Street Address 2	
131 South Dearborn Street	Suite 2800	
	te/Province/Country ZIP/Postal Code	Phone No.
	1 [(312) 435-0300
Chicago 🖪 III	nois <u>E</u> 60603	(312) 433-0300
Item 3. Related Persons		
Last Name	First Name	Middle Name
Beecken Petty O'Keefe & Company III, L.P.		Mail Processing
Street Address 1	Street Address 2	Section
131 South Dearborn Street	Suite 2800	MAR 1 2 200.
City State	e/Province/Country ZIP/Postal Code	17AN 13 ZUU9
Chicago IIIi	nois 60603	Washing
	Section (S) Section	Washington, DC 105
Relationship(s): Executive Officer D	rector Promoter	105
Clarification of Response (if Necessary) Gener	al Partner of the Issuer	
(Identify ac	ditional related persons by checking this l	box $oxtimes$ and attaching item 3 Continuation Page(s).
Item 4. Industry Group (Select one		
O Agriculture	Business Services	Construction
Banking and Financial Services Commercial Banking	Energy Sleetele Itilities	REITS & Finance
Insurance	Electric Utilities Energy Conservation	Residential
Investing	Coal Mining	Other Real Estate
Investment Banking	Environmental Services	Retailing
Pooled Investment Fund	Oil & Gas	Restaurants
If selecting this industry group, also select on	×	Technology Computers
type below and answer the question below:	Health Care	Telecommunications
Hedge Fund	Biotechnology	Other Technology
Private Equity Fund Venture Capital Fund	Health Insurance	Travel
Other investment Fund	Hospitals & Physcians Pharmaceuticals	Airlines & Airports
Is the issuer registered as an investment		Lodging & Conventions
company under the Investment Compa	() Other realth care	Tourism & Travel Services
Act of 19407 () Yes () No	Real Estate	Other Travel
Other Banking & Financial Services	Commercial	Other



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Revenue Range (for issuer not specifying "hedge or "other investment" fund in Item 4 above)	specifying "hedge" or "other investment" fund in
 No Revenues \$1 - \$1,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$100,000,000 Over \$100,000,000 Decline to Disclose Not Applicable 	No Aggregate Net Asset Value \$1 - \$5,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$50,000,000 \$50,000,001 - \$100,000,000 Over \$100,000,000 Decline to Disclose Not Applicable
Item 6. Federal Exemptions and Exclusions C	
 Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 504(b)(1)(i) Rule 504(b)(1)(iii) Rule 505 Rule 506 Securities Act Section 4(6) 	Section 3(c)(1) Section 3(c)(9) Section 3(c)(2) Section 3(c)(10) Section 3(c)(3) Section 3(c)(11) Section 3(c)(4) Section 3(c)(12) Section 3(c)(5) Section 3(c)(13) Section 3(c)(6) Section 3(c)(14) Section 3(c)(7) Section 3(c)(14) Section 3(c)(14) Section 3(c)(14) Section 3(c)(14) Section 3(c)(14) Section 3(c)(15) Section 3(c)(14) Section 3(c)(15) Section 3(c)(15) Section 3(c)(16) Section 3(c)(16) Section 3(c)(17) Section 3(c)(18) Section 3(c)(18) Section 3(c)(18) Section 3(c)(18) Section 3(c)(18) Section 3(c)(18) Section 3(c)(18) Section 3(c)(18) Secti
tem 7. Type of Filing	
New Notice OR • Amendm Date of First Sale in this Offering: November 30, 2007	7 _
Does the issuer intend this offering to last more that	an one year?
x Equity	Pooled Investment Fund Interests
Debt Option, Warrant or Other Right to Acquire Another Security	Tenant-in-Common SecuritiesMineral Property SecuritiesOther (Describe)
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	
tem 10. Business Combination Transaction	
tem 10. Business Combination Hansaction	siness combination Yes 🛪 No

U.S. Securities and Exchange Commission

Washington, Do Item 11. Minimum Investment	C 20549
Minimum investment accepted from any outside investor	100,000
Item 12. Sales Compensation	L
Recipient	Recipient CRD Number
Credit Suisse Securities (USA) LLC	816 No CRD Number
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number
, section of points of points	No CRD Number
Street Address 1	Street Address 2
11 Madison Avenue	
City State/Province	ze/Country ZIP/Postal Code
New York New Yo	rk 10010-3629
States of Solicitation 🗵 All States	
ALS AK AZ AR CA COS	CTA DE DE FE GA HU DE MO ME MD MA MI MN MS MO NO PA VT VA WA WV WI WY PR Attion by checking this box X and attaching Item 12 Continuation Page(s).
\$ 500,000,000	
(a) Total Offering Amount \$\ \bigs\ 500,000,000	OR Indefinite
(b) Total Amount Sold \$ 311,675,000	
(c) Total Remaining to be Sold \$ 188,325,000 (Subtract (a) from (b))	OR Indefinite
Clarification of Response (if Necessary)	
The General Partner reserves the right to offer a greater a total amount sold and total remaining to be sold aggregat	
Item 14. Investors	
Check this box if securities in the offering have been or may be number of such non-accredited investors who already have invest	sold to persons who do not qualify as accredited investors, and enter the ed in the offering:
Enter the total number of investors who already have invested in	the offering: 57
Item 15. Sales Commissions and Finders' Fees Ex	penses
Provide separately the amounts of sales commissions and finders' check the box next to the amount.	fees expenses, if any. If an amount is not known, provide an estimate and
	Sales Commissions \$ 228,692
Clarification of Response (if Necessary)	Finders' Fees \$ 0
Current aggregate amount of fees paid by the Issuer toge Beecken Petty O'Keefe Fund III-A, L.P.	ther with

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item 16. Use of	rioceeus

Number of continuation pages attached:

tem 16. Use of Proceeds	
rovide the amount of the gross proceeds of the offering that has been or is sed for payments to any of the persons required to be named as exirectors or promoters in response to Item 3 above. If the amount is unknown and check the box next to the amount.	xecutive officers, \$ \[\frac{\text{00,000,000}}{\text{000}} \]
Clarification of Response (if Necessary)	
Estimated aggregate amount for the first six years; the	ereafter the Issuer shall continue to pay management fees.
ignature and Submission	
Please verify the information you have entered and review the T	erms of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice, each ide	entified issuer is:
the State in which the issuer maintains its principal place of bu process, and agreeing that these persons may accept service o such service may be made by registered or certified mail, in any against the issuer in any place subject to the jurisdiction of the activity in connection with the offering of securities that is the provisions of: (i) the Securities Act of 1933, the Securities Excha Company Act of 1940, or the Investment Advisers Act of 1940, State in which the issuer maintains its principal place of busine	EC and the Securities Administrator or other legally designated officer of siness and any State in which this notice is filed, as its agents for service of n its behalf, of any notice, process or pleading, and further agreeing that y Federal or state action, administrative proceeding, or arbitration brought United States, if the action, proceeding or arbitration (a) arises out of any subject of this notice, and (b) is founded, directly or indirectly, upon the nge Act of 1934, the Trust Indenture Act of 1939, the Investment or any rule or regulation under any of these statutes; or (ii) the laws of the
110 Stat. 3416 (Oct. 11, 1996)] Imposes on the ability of States to requi "covered securities" for purposes of NSMIA, whether in all instances or	onal Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, re information. As a result, if the securities that are the subject of this Form D are due to the nature of the offering that is the subject of this Form D, States cannot se and can require offering materials only to the extent NSMIA permits them to do
Each identified issuer has read this notice, knows the contents undersigned duly authorized person. (Check this box and in Item 1 above but not represented by signer below.)	to be true, and has duly caused this notice to be signed on its behalf by the attach Signature Continuation Pages for signatures of issuers identified
Issuer(s)	Name of Signer
Beecken Petty O'Keefe Fund III, L.P.	John W. Kneen
Signature	Title
Ah Alan.	Chief Financial Officer of Beecken Petty O'Keefe & Company, LLC, the General Partner of the General Partner of the Issuer.
	Date

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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March 12, 2009

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Item 3 Continuation Page

Last Name	First Name		Middle Name	
Beecken Petty O'Keefe & Compar	ny, LLC			
Street Address 1		Street Address 2		
131 South Dearborn Street		Suite 2800		83
City	State/Province/Country	ZIP/Postal Code		
Chicago	Illinois 🖪	60603		
Relationship(s): Executive Office	Director Promoter			
Clarification of Response (if Necessary)	General Partner of the Ge	neral Partner of the Issu	ier	
· · · · · · · · · · · · · · · · · · ·				
Last Name	First Name		Middle Name	
Beecken	David		K.	
Street Address 1	David	Street Address 2		
131 South Dearborn Street		Suite 2800		
City	State/Province/Country	ZiP/Postal Code		
Chicago	Illinois	60603		
	j	00003		
Relationship(s):	Director Promoter			
Clarification of Response (if Necessary)				
Last Name	First Name		Middle Name	
Last Name Petty, Jr.	First Name William		Middle Name	
		Street Address 2		
Petty, Jr.		Street Address 2 Suite 2800		
Petty, Jr. Street Address 1				E
Petty, Jr. Street Address 1 131 South Dearborn Street	William	Suite 2800		O
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago	State/Province/Country [Illinois	Suite 2800 ZIP/Postal Code		
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago Relationship(s):	State/Province/Country [Illinois	Suite 2800 ZIP/Postal Code		
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago	State/Province/Country [Illinois	Suite 2800 ZIP/Postal Code		
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago Relationship(s):	State/Province/Country [Illinois	Suite 2800 ZIP/Postal Code		E2
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago Relationship(s):	State/Province/Country [Illinois	Suite 2800 ZIP/Postal Code		
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago Relationship(s):	State/Province/Country Illinois Director Promoter	Suite 2800 ZIP/Postal Code 60603	G.	
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago Relationship(s): Executive Officer Clarification of Response (if Necessary) Last Name O'Keefe Street Address 1	State/Province/Country Illinois Director Promoter First Name	Suite 2800 ZIP/Postal Code 60603 Street Address 2	G. Middle Name	
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago Relationship(s):	State/Province/Country Illinois Director Promoter First Name Kenneth	Suite 2800 ZIP/Postal Code 60603	G. Middle Name	
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago Relationship(s): Executive Officer Clarification of Response (if Necessary) Last Name O'Keefe Street Address 1	State/Province/Country Illinois Director Promoter First Name Kenneth State/Province/Country	Suite 2800 ZIP/Postal Code 60603 Street Address 2 Suite 2800 ZIP/Postal Code	G. Middle Name	
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago Relationship(s): Executive Officer Clarification of Response (if Necessary) Last Name O'Keefe Street Address 1 131 South Dearborn Street	State/Province/Country Illinois Director Promoter First Name Kenneth	Suite 2800 ZIP/Postal Code 60603 Street Address 2 Suite 2800	G. Middle Name	
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago Relationship(s): Executive Officer Clarification of Response (if Necessary) Last Name O'Keefe Street Address 1 131 South Dearborn Street City	State/Province/Country Illinois Director Promoter First Name Kenneth State/Province/Country Illinois	Suite 2800 ZIP/Postal Code 60603 Street Address 2 Suite 2800 ZIP/Postal Code	G. Middle Name	
Petty, Jr. Street Address 1 131 South Dearborn Street City Chicago Relationship(s): Executive Officer Clarification of Response (if Necessary) Last Name O'Keefe Street Address 1 131 South Dearborn Street City Chicago	State/Province/Country Illinois Director Promoter First Name Kenneth State/Province/Country Illinois	Suite 2800 ZIP/Postal Code 60603 Street Address 2 Suite 2800 ZIP/Postal Code	G. Middle Name	

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Item 3. Related Persons (Continued)

Last Name	First Name		Middle Name	
Cooney	David		J.	
Street Address 1		Street Address 2		
131 South Dearborn Street		Suite 2800		<u> </u>
City Stat	e/Province/Country	ZIP/Postal Code		
Chicago	nois 🗜	60603		
Relationship(s):	irector Promoter			
Clarification of Response (if Necessary)			,	
Last Name	First Name		Middle Name	
Kneen	John		W.	
Street Address 1	-J	Street Address 2		
131 South Dearborn Street		Suite 2800		5 3
City Stat	e/Province/Country	ZIP/Postal Code		
Chicago	ois 🖽	60603		
Relationship(s): Executive Officer D	irector Promoter			
Clarification of Response (if Necessary)				
Clarification of ricipolise (in recessary)		•		
				-
Last Name	First Name		Middle Name	·····
Moerschel	Gregory		A.	
Street Address 1		Street Address 2		
131 South Dearborn Street		Suite 2800		
City Stat	e/Province/Country	ZIP/Postal Code		
Chicago	ois 🗜	60603		
Relationship(s):	irector Promoter			
Clarification of Response (if Necessary)				
Last Namo	First Name		Middle Name	
Last Name	First Name			
Schlesinger	Thomas	Street Address 2	A	
Street Address 1				
131 South Dearborn Street		Suite 2800		
	e/Province/Country	ZIP/Postal Code		
Chicago Illin		60603		
Chicago		60603		-
Chicago	ois	60603		

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Item 3. Related Persons (Continued)

Last Name	First Name		Middle Name
Sheehan	Timothy		D.
Street Address 1		Street Address 2	
131 South Dearborn Street		Suite 2800	
City S	tate/Province/Country	ZIP/Postal Code	
Chicago	linois	60603	
Relationship(s): 📝 Executive Officer	Director Promoter		
Clarification of Response (if Necessary)			
		· — — —	
Last Name	First Name		Middle Name
Street Address 1		Street Address 2	<u> </u>
City S	tate/Province/Country	ZIP/Postal Code	
Relationship(s): Executive Officer	Director Promoter		
Clarification of Response (if Necessary)			
	·.		
INo			Middle Nome
Last Name	First Name		Middle Name
Street Address 1		Street Address 2	
Street Address 1		Succi Addiess 2	
City St	ate/Province/Country	ZIP/Postal Code	
	anc, rovince, country	Zii /i Ostai Code	
	Director Promoter		
Clarification of Response (if Necessary)			
	· — — — —		
Last Name	First Name		Middle Name
Street Address 1		Street Address 2	
City St	ate/Province/Country	ZIP/Postal Code	
Relationship(s): Executive Officer	Director Promoter		
Clarification of Response (if Necessary)			
<i>"</i> ——			
			tional copies of this page as necessary.)

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Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient	Recipient CRD Number
Marwood Group LLC	117015 No CRD Number
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number
	No CRD Number
Street Address 1	Street Address 2
733 Third Avenue	11th Floor
City State/Province	e/Country ZIP/Postal Code
New York New York	10017
States of Solicitation All States	
X IL X IN X IA KS KY X LA MARKANIA X NO X N	
RI SC SD TN STX UT	VT X VA X WA X WV X WI WY X PR
Recipient	Recipient CRD Number
Recipient Oppenheimer & Co. Inc.	Recipient CRD Number
Oppenheimer & Co. Inc.	249 No CRD Number
·	249 No CRD Number (Associated) Broker or Dealer CRD Number
Oppenheimer & Co. Inc.	249 No CRD Number
Oppenheimer & Co. Inc. (Associated) Broker or Dealer None	249 No CRD Number (Associated) Broker or Dealer CRD Number
Oppenheimer & Co. Inc. (Associated) Broker or Dealer None	249 No CRD Number (Associated) Broker or Dealer CRD Number No CRD Number
Oppenheimer & Co. Inc. (Associated) Broker or Dealer Street Address 1	249 No CRD Number (Associated) Broker or Dealer CRD Number No CRD Number Street Address 2 16th Floor
Oppenheimer & Co. Inc. (Associated) Broker or Dealer Street Address 1 125 Broad Street	249 No CRD Number (Associated) Broker or Dealer CRD Number No CRD Number Street Address 2 16th Floor
Oppenheimer & Co. Inc. (Associated) Broker or Dealer None Street Address 1 125 Broad Street City State/Province	249 No CRD Number (Associated) Broker or Dealer CRD Number No CRD Number Street Address 2 16th Floor E/Country ZIP/Postal Code
Oppenheimer & Co. Inc. (Associated) Broker or Dealer None Street Address 1 125 Broad Street City State/Province	249 No CRD Number (Associated) Broker or Dealer CRD Number No CRD Number Street Address 2 16th Floor E/Country ZIP/Postal Code
Oppenheimer & Co. Inc. (Associated) Broker or Dealer None Street Address 1 125 Broad Street City State/Province	249 No CRD Number (Associated) Broker or Dealer CRD Number No CRD Number Street Address 2 16th Floor E/Country ZIP/Postal Code 10004
Oppenheimer & Co. Inc. (Associated) Broker or Dealer Street Address 1 125 Broad Street City New York New York	249 No CRD Number (Associated) Broker or Dealer CRD Number No CRD Number Street Address 2 16th Floor E/Country ZIP/Postal Code
Oppenheimer & Co. Inc. (Associated) Broker or Dealer None Street Address 1 125 Broad Street City State/Province New York New York States of Solicitation All States	No CRD Number
Oppenheimer & Co. Inc. (Associated) Broker or Dealer Street Address 1 125 Broad Street City New York State/Province New York States of Solicitation All States All Ak A A AR A GO All Ak A AR AR A AR	No CRD Number
Oppenheimer & Co. Inc. (Associated) Broker or Dealer Street Address 1 125 Broad Street City State/Province New York New York States of Solicitation All States ALL XIN IA KS XKY XLA	No CRD Number
Oppenheimer & Co. Inc. (Associated) Broker or Dealer Street Address 1 125 Broad Street City New York State/Province New York States of Solicitation All States All Ak A A AR A GO All Ak A AR AR A AR	No CRD Number

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Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient	Recipient CRD Number
Stifel, Nicolaus & Company, Incorporated	793 🔲 🗋 No CRD Number
(Associated) Broker or Dealer 💢 None	(Associated) Broker or Dealer CRD Number
	No CRD Number
Street Address 1	Street Address 2
501 North Broadway	
City State/Province	e/Country ZIP/Postal Code
St. Louis Missouri	63102
States of Solicitation 🔀 All States	
States of Solicitation X All States AR AZ AR COMMISSION COMMISSIO	
IL IN IA KS KY LA	ME MD MA MI MN MS MO
MT NEED INVESTIGATION OF THE NAME OF THE N	NY NC ND OF OR PA
RI SC SD TN TX UT	JVT VA WA WV WI WY PR
Recipient	Recipient CRD Number
	☐ No CRD Number
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
	☐ No CRD Number
Street Address 1	Street Address 2
City State/Province	e/Country ZIP/Postal Code
States of Solicitation All States	
TAL AK AR	GT DE DOG FE GA HO DID
] ME
	NY NG ND OH OK OR PA